

# **EXHIBIT 1**



BEN-GURION UNIVERSITY OF THE NEGEV

THE CONSTITUTION

THE GENERAL BY-LAWS

July 2004

## THE CONSTITUTION

### 1. The Name

"Universitat Ben-Gurion BaNegev" (hereinafter: the "University") and in English: "Ben-Gurion University of the Negev."

### 2. The Universality of the University

The University will be open to all people, regardless of race, religion, national origin or sex, and it will not discriminate against any person in its activities on the grounds of race, religion, national origin, sex or political views. The University shall be committed to safeguarding academic freedom.

### 3. The Purposes

- a. To constitute a scientific, educational and cultural center in Israel and particularly, in the Negev and to assist in the development and advancement of the State of Israel and the Negev;
- b. To maintain, develop and advance education, teaching and research in all the fields of human knowledge;
- c. To help in crystallizing the spiritual and cultural values of the State of Israel, and to assist in developing its society and economy;
- d. To help in the spiritual and cultural absorption of Jewish immigrants to Israel from all countries and develop academic programs for Jews living outside Israel.

### 4. The Duties

- a. To establish, erect, organize, finance, equip, maintain and manage an institution or institutions of research and teaching in one or several places, especially in Beer-Sheva and the Negev region;
- b. To encourage and develop the humanities and the social, natural, engineering, technological, health and other sciences, and to undertake research, teaching and other activity for the advancement of these sciences; to ensure the professional level of the academic staff; to disseminate the values of culture, education and learning to the population of the Negev, and to impart knowledge and professional

training to the University's students in order to serve the State of Israel and its society.

- c. To constitute an academic community based on close cooperation between the teacher-researcher and the University's student body.
- d. To engage in academic research and instruction and to train an academic cadre for research and instruction.

## **5. Authority**

- a. To maintain academic instruction and research in all forms;
- b. To establish Faculties, Schools, Institutes and other training, instruction and research units;
- c. To establish academic, administrative and other positions, according to need, and to staff these positions;
- d. To grant degrees, diplomas, certificates and other confirmation of academic achievement to those completing prescribed courses of study, who pass the examinations and fulfill all requirements prescribed by the regulations of the University and its institutions;
- e. To grant honorary degrees or other academic honors;
- f. To establish and award prizes, scholarships and grants;
- g. To review and advise in the preparation of programs for other schools, institutes and institutions in which the University may have a special interest, and to supervise them;
- h. To cooperate with other universities, other institutions of higher learning or other bodies in which the University has an interest;
- i. To amalgamate with any institution or body mentioned in paragraph h., to affiliate it to itself, or to accredit in whole or part the institution, its faculty or students, all according to conditions and principles that will be determined;
- j. To establish and maintain a publishing house of the University for the publication of books, pamphlets and journals which advance science, teaching and research;

- k. To determine conditions for student admission;
- l. To register intellectual and industrial property rights in its name alone, or in its name together with others; to utilize the results of research for commercial purposes; to give others such rights; to establish corporations for these purposes or to participate in existing corporations with similar purposes.
- m. To build, maintain and administer or to approve the building, maintenance and administration of dormitories, halls, clubs and restaurants for students and members of the academic and the administrative-technical staff;
- n. To encourage sports activities for the members of the University community;
- o. To establish and encourage activities that will advance the health, welfare and well-being of the students and of the academic and the administrative-technical staff;
- p. To supervise student discipline and to take disciplinary action when necessary;
- q. To supervise the discipline of the academic and the administrative-technical staff, and to take disciplinary action when necessary;
- r. To collect tuition and other study fees and to change their amounts according to circumstances;
- s. To solicit and receive gifts, contributions, membership fees, subscription fees, endowments, estates, bequests, trust funds, subsidies and grants; to manage, use or realize them, for the advancement of the objectives of the University;
- t. To receive loans and to insure their payment in any manner, including the mortgaging of University properties and/or rights or any part thereof, whether movable or immovable. To extend loans and to receive collateral and pledges in any form and kind to assure repayment of the loans;
- u. To invest the funds of the University in any manner;
- v. To purchase, lease, rent, receive and acquire properties of all kinds and the rights therein, and to manage them. To sell, lease, rent, give, dispose of and transfer properties of any kind and the rights

therein. To enter into contracts and to be a party to any negotiation, legal or other;

- w. To conduct any activity that any corporation in accordance with the Council for Higher Education Law is permitted by the law to conduct, provided that it is related to the purposes of the University or is designed to advance them.
- x. To sue and be sued and to engage in any legal action or procedure as claimant, defendant, third party or other party, in any judicial forum and in any form, alone or with others, including as a third party;
- y. To give a power of attorney and to be given a power of attorney by any person or body on any matter concerning its affairs, at its discretion;
- z. To perform any other act which, in the opinion of the University's managing institutions, promotes its aims and interests.

**6. The Board of Governors:**

- a. The Board of Governors (hereinafter: the "Board" or "the Board of Governors") is the supreme authority of the University, and it supervises its affairs, management and properties, all this within the framework of its authority as set forth in the General By-Laws. Among other things, the Board will receive the reports of the activities of the University and discuss them, ratify the University's annual financial reports, ratify its annual budget, its financial policy and the multi-annual plan, ratify the appointment of the Chairman of the Executive Committee, ratify the appointment of the President, ratify amendments to the Constitution and the General By-Laws, and set the salary of the public officers. The Board of Governors will be the connecting link between the University and the Diaspora; it will encourage the activity of Associate organizations in Israel and abroad, and engage in fundraising in Israel and abroad to expand the University's sources of funding.
- b. The composition of the Board shall be as set forth in the General By-Laws. The number of Governors shall be determined by the Board from time to time, provided it does not exceed 400. The majority of its members shall be residents of Israel.
- c. The Board, in consultation with the Chairman of the Executive Committee and the President, shall elect,

from among its public representatives, the Chairman of the Board, and it is empowered also to elect one or more Honorary Chairmen. Honorary Chairmen are elected for life. The Chairman and Honorary Chairmen are full members of the Board during their period of office.

- d. The Board is empowered to elect Honorary Members of the Board of Governors in accordance with the provisions of the General By-Laws.
- e. The Board is permitted to establish permanent committees and/or ad hoc committees as it deems necessary from time to time. The composition, authority and responsibilities of these committees shall be determined by the Board. These committees shall report to and be responsible to the Board.
- f. The Board may delegate some of its powers to any University authority, except for its power in all that pertains to the amendment of the Constitution and the General By-Laws, as stated in paragraph 10c and its powers relating to the ratification of the appointment of the President, in Section 6a of the Constitution and Section 15a of the General By-Laws.

## **7. The Executive Committee**

- a. The Executive Committee shall supervise the management of the University, its affairs and properties, outline its policy and set the strategy for achieving its targets, subject to the authority of the Board of Governors. It shall also oversee the University's organizational-corporate structure. The authority and duties of the Executive Committee are prescribed in the General By-Laws. Among other things, the Executive Committee shall be authorized to appoint a President and to dismiss him, subject to ratification by the Board of Governors; to oversee the President's mode of operation and fulfillment of his function; to establish the University's Constitution and By-Laws and approve amendments to them, subject to ratification by the Board of Governors; to approve financial reports, subject to ratification by the Board of Governors; to approve the University's budgets; to approve the establishment of academic bodies, their abrogation and alterations in them; to approve the University's development plans; to approve rules for the appointment of key officers in the echelons beneath the President (excluding the Rector and the Deans, who will be appointed in accordance with the provisions of the General By-Laws and the Academic By-Laws); to set the salaries and work conditions of

the salaried officers and employees of the corporation; to appoint authorized signatories; to appoint accountants and the institution's Auditor; and it shall be entitled to appoint an Administrative Committee to act on its behalf, within the limits of its authority.

The Executive Committee shall have residual authority over any business of the institution for which authority was not by the Constitution or the By-Laws explicitly vested in another authority of the University, excluding the Rector's residual authority according to paragraph 9d of the Constitution.

- b. The composition of the Executive Committee shall be determined in the General By-Laws. The proportion of residents of Israel among the members of the Executive Committee shall be not less than 85%.
- c. The Executive Committee shall establish an Audit Committee, and it shall be permitted to establish permanent committees or ad hoc committees as it deems necessary from time to time. The composition, authority and duties of these committees shall be determined by the Executive Committee, unless otherwise prescribed in the General By-Laws. These committees shall report and be responsible to the Executive Committee.
- d. The Chairman of the Executive Committee shall be elected by the Executive Committee from among its public representatives, and he shall be a resident of Israel. The appointment shall be made in the manner prescribed in the General By-Laws, subject to ratification by the Board of Governors.
- e. A Vice-Chairman of the Executive Committee may be appointed. Two Vice-Chairmen may be appointed.

## **8. The Senate**

- a. The Senate is the supreme academic body of the University. The Senate of the University administers its academic affairs, subject to the powers of the Board of Governors and the powers of the Executive Committee. It shall ensure the development and maintenance of high standards of teaching, education and research. The Senate is responsible for the conduct of examinations and for academic discipline at the University. The Senate shall discuss any matter that the Board of Governors, the Executive Committee or the President may refer to it, and shall express its views on these matters. The Senate may

discuss any matter relating to the University and make recommendations in regard thereto to the Board of Governors or to the Executive Committee. Any decision of the Senate having financial or budgetary implications requires the approval of the Executive Committee. Subject to the powers of the Executive Committee in matters having financial or budgetary implications, the Senate shall discuss and decide, among other things, the enactment of academic regulations, the advancement and maintenance of the level of instruction and research, the encouragement of excellence in instruction and research and the strategy for achievement of the academic development targets; it shall propose new study programs and new academic units and watch over the professional and ethical standards of the academic staff. The Senate shall formulate a code of ethics and rules of conduct for the academic staff and submit it to the Executive Committee for approval.

- b. The composition, authority and duties of the Senate shall be determined in the Academic By-Laws, subject to the provisions of the Constitution and the General By-Laws.

c. The Senate shall be composed of ex-officio members and of elected members of the senior academic faculty, as follows:

(1) Ex-officio members: the Rector, who shall serve as Chairman of the Senate, the President, the Vice President and Dean of R&D, the Deputy-Rector, the Deans of the Faculties, the Dean of the School of Management, the Dean of the Kreitman School, and the Director of the Blaustein Institute for Desert Research.

(2) Seventy-one elected members of the University's senior academic staff, as shall be determined in the Academic By-Laws.

(3) A representative of the Student Association.

d. The Senate shall establish a Steering Committee and shall determine its composition in accordance with the provisions of the Academic By-Laws. The Steering Committee shall have such powers and responsibility as the Senate may give it whether generally or for a specific purpose. The Senate may appoint subcommittees to act on its behalf, including an Academic Appointments Committee and a Research Committee.

e. Faculty, School and Institute Councils shall be established, as the Senate may from time to time determine. The authority and responsibilities of these Councils shall be prescribed in the Academic By-Laws, subject to the Constitution and to the General By-Laws.

f. No academic appointment may be made or academic promotion conferred, and no academic study program may be approved, without the approval of the competent academic Authorities according to the Academic By-Laws.

## **9. Officers**

a. The officers of the University are: the President, the Rector, the Chancellor (if any), the Director-General, Vice-Presidents, Deans, Heads of Academic Units, and other officers as will be determined from time to time by the Executive Committee. The manner of appointing these officers, their authority and duties, and the conditions and duration of their service will be determined by the Executive Committee, subject to the provisions of the

Constitution, the General By-Laws and the Academic By-Laws.

- b. The President is the head of the University. He is responsible to the Executive Committee. The President is responsible for all matters concerning budget, resources and physical development and for creating conditions for the advancement of teaching and research. He approves all matters concerning academic planning which have administrative or financial implications. He is responsible for representing the University to outside bodies. He is endowed with all the powers needed for the management of the University in accordance with this Constitution and the General By-Laws, and also any power not specifically reserved for another Authority or officeholder.
- c. The President is responsible for mobilizing resources and contributions.
- d. The Rector is in charge of the academic affairs of the University. In this capacity, he is responsible to the Senate. He is vested with all powers in academic matters conferred on him by the Constitution, the General By-Laws or the Academic By-Laws or delegated to him by the President, as well as with residual authority over any academic business within the purview of the Senate which was not explicitly reserved for another Authority or officeholder.

The Rector is responsible for implementing the Senate's decisions on academic matters within the purview of the Senate and its committees.

The Rector is accountable to the President, except in matters which were explicitly reserved for the Senate. The Rector shall report to the President in all matters under his jurisdiction within the framework of the General By-Laws and the Academic By-Laws.

- e. Upon the recommendation of the President and the Chairman of the Executive Committee, the Executive Committee may appoint a Chancellor. The term of office of the Chancellor shall be determined by the Executive Committee, provided that it shall not extend beyond the term of office of the President. The Chancellor shall be eligible for reappointment for one additional period. The functions of the Chancellor shall be determined by the President.

**10. Constitution, General By-Laws and Academic By-Laws**

- a. This Constitution and the General By-Laws are the supreme documents of the University, and any provision in contradiction of any of their regulations shall be void.
- b. The General By-Laws contain provisions for all matters requiring the enactment of by-laws according to this Constitution and for any other matter that the Board of Governors shall decide to prescribe in the General By-Laws.
- c. The Executive Committee may amend the Constitution and the General By-Laws by a two-thirds majority of the members. A proposal for amendment can originate with the Board of Governors, the Executive Committee or the Senate. A proposal to amend the Constitution or the General By-Laws shall be discussed and approved solely at a meeting of the Executive Committee on whose agenda the proposed amendment has been included in advance, and only after the Senate has been given the opportunity to express its opinion on the proposed amendment. The resolution concerning the amendment to the Constitution or the General By-Laws shall be submitted to the Board of Governors for ratification by a simple majority of those present at the vote.
- d. The Senate prepares the Academic By-Laws and presents them to the Executive Committee for its approval, subject to ratification by the Board of Governors.
- e. Proposals to amend the Academic By-Laws can originate with the Board of Governors or the Executive Committee or the Senate. The proposed amendment shall be discussed in the first place by the Senate, and upon receiving the majority called for by the Academic By-Laws, it shall be brought to the Executive Committee for its approval by a simple majority of the members present at the meeting, and in such case it shall not require ratification by the Board of Governors. A proposed amendment to the Academic By-Laws which was submitted by the Board of Governors or the Executive Committee and was not accepted in the Senate by the required majority, shall become valid only upon its acceptance by the Executive Committee by a two-thirds majority of the members, and such resolution shall require ratification by the Board of Governors by a two-thirds majority of the members present at the vote.

A proposal for the amendment of the Academic By-Laws shall not be discussed by the Executive Committee, except at a meeting on whose agenda it has been included in advance and after the Senate has been given the opportunity of expressing its opinion on the proposed amendment.

- f. A resolution of the Board of Governors can also be passed by a written referendum in accordance with the regulations formulated for this purpose, provided that at least one-half of the members of the Board participate in the vote. In this case, full minutes of the discussion held on this topic by the Executive Committee as well as the opinion of the Senate, if any, shall be distributed to the members of the Board.
- g. An amendment to the Constitution shall come into effect upon its ratification by the Board of Governors.

An amendment to the General By-Laws, and an amendment to the Academic By-Laws requiring ratification, shall come into effect upon its approval by the Executive Committee, still before it has been ratified by the Board of Governors, subject to the Board's authority to abrogate the amendment. However, the Executive Committee may determine that such amendment shall not come into effect until after it has been ratified by the Board of Governors.

An amendment to the Academic By-Laws, proposed by the Board of Governors or the Executive Committee, which did not receive the required vote in the Senate, shall come into effect upon ratification by the Board of Governors.

- h. Subject to the provisions of this Constitution and the provisions of the General and Academic By-Laws, the University Authorities can prescribe regulations from time to time concerning the following matters:
  - 1. Their procedures for discussion.
  - 2. The manner of exercising their powers and the implementation of their duties.
  - 3. Any other matter so determined in the General or Academic By-Laws.

## **11. Auditing Institutions**

- a. The Executive Committee shall establish an Audit Committee. The composition, powers and duties of the Audit Committee shall be determined in regulations.
- b. The Internal Comptroller (hereinafter "the Comptroller" of the University shall be appointed by the Executive Committee upon the recommendation of the Audit Committee. The Comptroller's powers, duties and operating methods, his qualifications, the manner of his appointment and the termination of his office shall be regulated in the Comptroller's Regulations to be approved by the Executive Committee. The regulations will ensure that the Comptroller is not subject to any authority other than the provisions of the law, the Constitution and the General By-Laws. The Comptroller shall initiate an audit of an Academic Unit after consulting with the Rector. In auditing the Academic Units, the Comptroller shall respect the academic freedom accorded to the University, including the members of its staff, by the Council for Higher Education Law and the Academic By-Laws.
- c. The Executive Committee shall appoint an Accountant and set his remuneration.
- d. A Students' Ombudsman shall be appointed. His appointment, accountability, powers and duties shall be regulated in regulations to be approved by the Executive Committee.

## **12. Academic Quality Control System**

The Senate shall establish an Academic Quality Control System. The structure, functions and operating method of the system will be regulated by means of by-laws.

## **13. Miscellaneous**

- a. Any document, whether executed prior to the promulgation of this Constitution or thereafter, referring to the University by the name "The Institute of Higher Education in the Negev", but which nevertheless identifies the University and was done with the University's knowledge and agreement, shall be accepted as if the University was properly mentioned in it.
- b. Wherever an Authority of the University is empowered by this Constitution or by the General or Academic By-Laws to appoint committees, and in the absence of contrary regulations, the said Committees shall be constituted of members of the given Authority, and

should the Authority so decide, with the inclusion of other persons.

- c. Should a post become vacant in any Authority or other body of the University (except for a post which is filled by a person ex-officio), it shall be filled as soon as possible by the Authority or body which originally named or elected or co-opted the member whose post has become vacant. The substitute shall serve as a member of the said Authority or body for the unexpired balance of the term of office of his predecessor, unless otherwise provided by the Constitution, the General By-Laws or the Academic By-Laws.
- d. No action or decision taken by any Authority or body of the University shall be invalidated on the sole grounds that the post of one or more of its members became vacant, provided that the legal quorum determined for that Authority or body by the Constitution, the General By-Laws or the Academic By-Laws is maintained despite the vacancies as aforesaid.
- e. The University's assets and obligations shall not serve for any purpose except the attainment and advancement of the purposes of the University. Should the University be liquidated or if its purposes and duties can no longer be attained or advanced, the assets of the University shall not be transferred to any of its officeholders or Authorities, but shall be transferred to a body or institution determined by the Board of Governors and whose purposes are similar to those of the University.
- f. Any action taken prior to the inception of this Constitution, the General By-Laws and the Academic By-Laws, shall be deemed valid if the action was taken in accordance with the Constitution or the General or Academic By-Laws valid at the time, all as the case may be.
- g. The English version of the Constitution and By-Laws is a translation of the Hebrew one. In the event of a discrepancy between the English and Hebrew versions, the Hebrew is preferable.

BEN-GURION UNIVERSITY OF THE NEGEV

THE GENERAL BY-LAWS

**A. The Board of Governors**

**Composition:**

1. The Board shall be composed of members appointed by the Board and additional members as prescribed in section 5 of these By-Laws. The number of Governors appointed by the Board shall be determined from time to time by the Board, provided it does not exceed 400. The majority of the Board members will be residents of Israel.
2. The Board of Governors authorizes the Executive Committee, between sessions of the Board, to co-opt additional Governors, provided that the total number of Governors shall not exceed the number determined in section 1 above. Such co-option of members must be ratified by the Board at its next Meeting.
3.
  - a. No one shall be appointed as Governor who is a member of the administrative-technical staff of the University.
  - b. A member of the Academic Staff Organization Committee may not be appointed as Governor for as long as he is a member of the committee.
  - c. Representatives of the Academic Staff Organization Committee and of the Administrative- Technical Staff Organization Committee shall be invited to meetings of the Board on a regular basis, and they shall be given the right to express their views in discussions held at meetings of the Board on the subject of salaries and employment conditions.
4. At least one-tenth of all the Governors shall be chosen from outstanding personalities in the humanities, in research and in science, from Israel and abroad. These Governors will be recommended by the University Senate.
5. In addition to the members appointed by the Board, the Board shall include:
  - a. Ex-officio members: the President, the Rector, the Chancellor, the

Vice-Presidents, the Deputy-Rector, the Deans, the Director of the Blaustein Institute for Desert Research, the Director of the Institutes for Applied Research and the Director-General.

- b. Members of the academic staff, representatives of the Senate. The percentage of representation of the academic staff shall not exceed 20% of the total number of Board members.
- c. Four representatives of the student body who shall be appointed by the Student Association.
- d. The original founders of the University in accordance with the appendix to the By-Laws of the "Institute of Higher Education in the Negev," of October 20, 1963.
- e. Honorary Chairmen, in accordance with Section 6c of the Constitution.

6. a. The Board may appoint outstanding personalities or persons who have rendered exemplary service to the University, from Israel and abroad, as Honorary Members.

b. Past Presidents or Rectors of the University who are not elected as members of the Board shall be Honorary Members.

c. Honorary Members will not be included in the number of Board members, but an Honorary Member has the right to participate in the meetings of the Board, to voice his opinion and to receive all the information sent to the members of the Board, but shall not have a vote.

**Duties of a Member Towards the University:**

7. A member of the Board of Governors shall fulfill his function faithfully and with dedication; he shall work for the advancement and development of the University within the framework of its Constitution and By-Laws and shall not put himself in a conflict of interests with the University. A member of the Board of Governors shall owe the University a duty of trust and a duty of care and shall act for its benefit in good faith. In the matter of these duties, the provisions of Sections 252-257 of the Companies Law 1999 shall apply, mutatis mutandis.

**Term of Office:**

8. a. The term of office of a Governor appointed by the Board shall be three years.
- b. A Governor who has completed his term of office shall serve during the meeting at which he retires and may be reappointed.
- c. Every Governor must participate in at least one meeting of the Board during his term of office.

**Chairman of the Board:**

9. a. The Board, in consultation with the Chairman of the Executive Committee, the President and the Rector, shall elect, from among its public representatives, a Chairman for a term of office of three years, and he will be a member of the Board as long as he serves in this position, even if he has already completed his three-year term of office as a member of the Board. The Chairman of the Board can be reelected for up to three additional terms of office at the most, i.e. for up to twelve years.
- b. The Chairman may appoint, with the approval of the Board, a Deputy-Chairman and Vice-Chairmen from among the members of the Board, for terms of office as he sees fit, and their term of office will terminate with the election of a new Chairman. As long as the Deputy-Chairman and Vice-Chairmen serve in these capacities, they will be members of the Board, even if they have already completed their three-year term of office as members of the Board.
- c. If the Chairman is unable temporarily perform his duties, he shall appoint the Deputy-Chairman as Acting Chairman. If there is no Deputy-Chairman, the Chairman of the Executive Committee shall serve as Acting Chairman.
- d. Should the position of Chairman become vacant, or should he be unable to carry out his duties on a permanent basis, the Chairman of the Executive Committee shall serve as Acting Chairman until a new Chairman is elected.

**Meetings of the Board:**

10. a. The regular meeting of the Board will convene once a year; special meetings will be convened whenever the Chairman deems it necessary, and after he has consulted with the Chairman of the Executive Committee. The Chairman shall also convene the

Board at the written request of at least one-quarter of the number of Governors, within three months of the time the request is made.

- b. Any regular or special meeting will be held at a date determined by the Chairman, in consultation with the President. Both regular and special meetings will take place in Beer-Sheva.
- c. The agenda for the meeting will be set by the Chairman in consultation with the President. Items will also be added to the agenda according to the request of at least ten Governors. The agenda of a special meeting which has been scheduled at the request of no less than one-quarter of the number of Governors will be as it appears in the request.

11. At any meeting of the Board, one-quarter of the members will constitute a legal quorum.
12. At each meeting, those members present have the right to vote. No interested persons in the University's employ - including the academic staff, the administrative- technical staff or other employees of the University - may participate or vote in meetings of the Board dealing with the salary and work conditions of the University's employees.
13. The Chairman may invite to meetings of the Board, academic or public personalities as he deems fit. Anyone so invited may participate in the deliberations, but shall have no vote.
14. Where the vote is tied, the Chairman of the meeting will have an extra vote.

#### **B. The Powers of the Board of Governors**

15. The Board of Governors is the supreme authority of the University. Within the framework of its overall powers, it supervises the University's administration, assets and all its affairs, and:
  - a. Ratifies the appointment of the President of the University.
  - b. Ratifies the appointment of the Chairman of the Executive Committee.
  - c. Ratifies long-term programs for the development of the University.
  - d. Ratifies the University budget.

- e. Ratifies the annual financial reports.
- f. Ratifies policy for administering the University's funds.
- g. Ratifies amendments to the Constitution, the General By-Laws and the Academic By-Laws of the University.
- h. Fosters the University's external relations and acts to enlist contributions.
- i. Sets the remuneration of the public officers.

16. In all that pertains to decisions requiring the Board's ratification - and unless explicitly stated otherwise in the Constitution and in these By-Laws - a decision of the Executive Committee shall be valid only until the next meeting of the Board of Governors, at which the Board will ratify or abrogate the Executive Committee's decisions. A decision which has not been abrogated - shall be deemed to have been ratified. The abrogation of a decision shall not invalidate the actions previously taken in accordance with the decision of the Executive Committee.

#### **C. The Executive Committee**

##### **Composition:**

17. The Executive Committee shall number not less than 9 and not more than 25 members. The proportion of members resident in Israel shall be not less than 85%. The Executive Committee shall be composed as follows:

- a. The Chairman of the Board of Governors and the Chairman of the Executive Committee shall be ex-officio members of the Executive Committee.
- b. The President and the Rector shall be ex-officio members of the Executive Committee.
- c. Representatives of the senior academic staff from various disciplines shall be chosen by the Senate in consultation with the President, provided they do not serve in any capacity in the University's academic administration, including a Dean, Institute Director, Department Head, head of another Academic Unit, and the like. The proportion of representation of the senior academic staff will be 20% of the total number of Executive Committee members.
- d. One representative of the Student Association.
- e. The remaining members of the Executive Committee shall be public representatives active in the fields of culture, social affairs, science, economics, technology, communications, industry and the like. The Board shall designate an Alternate to each member of the Board resident abroad, who shall be a resident of Israel, on the recommendation of each of the members resident abroad. All of the Alternates shall be invited to participate in all meetings of the Executive Committee.
- f. Apart from the members enumerated in paragraphs b and c above, the Executive Committee shall not

include any members from among the University's officers, academic staff and employees.

- g. Members of the Senior Academic Staff Organization Committee may not be appointed as members in accordance with paragraph c above, for as long as they are members of the committee.
- h. Representatives of the Academic Staff Organization Committee and of the Administrative-Technical Staff Organization Committee shall be invited to express their views in discussions of the Executive Committee on the subject of salaries and employment conditions.

18. The public representatives of the Executive Committee shall be chosen by the Executive Committee on the recommendation of a five-member Search Committee. The Search Committee shall be headed by the Chairman of the Executive Committee; three members shall be appointed by the Executive Committee from among its public representatives, and an additional member shall be appointed by the Executive Committee from among its members who represent the senior academic staff. The committee shall submit its recommendations to the Executive Committee for approval.

19. The public representatives of the Executive Committee shall be elected for a term of three years or less. At every meeting of the Board, one-third or close to one-third of the public representatives shall complete their term of office. A public member who completes his term of office may be reelected for additional terms.

20. The Executive Committee shall meet at least six times a year between meetings of the Board of Governors, and it shall be convened in special meetings at the request of the Chairman of the Board of Governors or at the request of ten of its members.

21. A member of the Executive Committee who is a resident of Israel from the elected members of the Board, who does not attend at least two meetings of the Executive Committee in any academic year, shall be deemed to have resigned. A member of the Executive Committee who is resident abroad is expected to participate, by himself or through his Alternate, in at least one meeting of the Executive Committee in any year.

22. The Chairman of the Executive Committee shall be chosen by the Executive Committee from among its public representatives. His Vice-Chairmen will be appointed by the Board on his recommendation (no more than two). The Chairman and his Vice-Chairmen will be appointed for terms of three years and may be reelected for additional terms, provided that they do not serve for more than twelve years.
23. In the absence of the Chairman and his Vice-Chairmen from any meeting of the Executive Committee, the meeting shall be chaired by a member of the Executive Committee designated by the Chairman. If the Chairman of the Executive Committee does not designate the Chairman for such a meeting, the Chairman shall be elected by those attending the meeting.
24. At any meeting of the Executive Committee, the legal quorum shall be 60% of the total membership, provided that the public representatives of the Board will be a majority of those present.
25. The right to vote is given to members of the Executive Committee present at the time of voting, and also to the Alternates representing the members resident abroad who are absent from the meeting.
26. The Chairman of the Executive Committee shall prepare the agenda of every meeting and it shall be distributed a reasonable time prior to each meeting. Items shall be added to the agenda upon the request of six members, with prior notice of at least one month.
- 27.a. The Deans of Faculties and the Directors of Institutes shall be invited to attend all meetings of the Executive Committee, with the right to speak on any subject on the agenda.
- b. Interested persons in the University's employ - including the academic staff, the administrative-technical staff or other employees of the University - may not participate or vote in meetings of the Executive Committee dealing with the salary and work conditions of the University's employees.

#### **D. Powers of the Executive Committee**

28. Without derogating from any power conferred on the Executive Committee by the Constitution and by these

By-Laws, the Executive Committee shall discuss and decide upon all matters delegated to it by the Board. It may discuss any matter within the authority of the Board and may present its recommendations to the Board.

29. The special responsibilities of the Executive Committee shall be:

- a. Establishment of Faculties, Institutes or Schools; establishment of Departments or Academic Units, with the approval of the Senate.
- b. Closing of Faculties, Institutes or Schools; elimination of Departments or Academic Units upon the recommendation of or after consultation with the Senate.
- c. 1. Affiliation of a School or other Institution with the University upon the recommendation of the Senate.  
2. Termination of an affiliation of a School or other Institution with the University upon the recommendation of, or after consultation with, the Senate.
- d. Should the Executive Committee decide on one of the matters listed in paragraphs a., b. and c. above contrary to the opinion of the Senate - its decision shall require a two-thirds majority of the members of the Executive Committee.
- e. Appointment of the President and his dismissal, subject to ratification by the Board of Governors; appointment of the Chancellor, Vice-Presidents and Director-General upon the recommendation of the President.
- f. Supervision of the President's mode of operation and fulfillment of his function.
- g. Determination of the remuneration and conditions of employment of the academic and non-academic staff of the University;
- h. Determination of the amounts necessary to establish a Professorial Chair and the financial arrangements, including grants, relevant to maintaining a Chair.
- i. Determination of tuition and other fees to be paid by the students.

- j. Establishment of retirement funds and similar funds or other arrangements for the academic or the administrative-technical staff of the University.
- k. Approval of borrowing on the part of the University.
- l. Approval of the By-Laws of all the bodies of the University.
- m. Approval of academic ranking based on the recommendation of, or upon consultation with, the Senate.
- n. Approval of appointments to tenured academic positions upon the recommendation of the Senate.
- o. Approval and modification of the University's budget subject to ratification by the Board of Governors at its next meeting.
- p. Approval of multi-annual program for the University's development, subject to ratification by the Board of Governors.
- q. Setting of policy for the management of the University's funds, subject to ratification by the Board of Governors.
- r. Approval of the University's financial reports, subject to ratification by the Board of Directors.
- s. Approval of rules for the appointment of key officers subordinate to the President.
- t. Appointment of authorized signatories.
- u. Appointment of an Accountant and setting of his remuneration.
- v. Appointment of the Auditor of the University.
- w. Approval of amendments to the Constitution, the General By-Laws and the Academic By-Laws, subject to ratification by the Board of Governors.

30. The Executive Committee may, in between sessions of the Board, exercise the powers and execute the functions of the Board in all matters deemed urgent by the Chairman of the Executive Committee, subject to the authority of the Board to cancel such decisions. This section does not apply to the authority of the Board of Governors to ratify an amendment to the Constitution.

31. Should the Chairman deem it appropriate that a certain matter which has been brought before the Executive Committee be discussed by the Board, he may suspend any decision taken by the Executive Committee in this matter until such time as the Board shall consider it, or, if he deems fit, permit the decision to be implemented temporarily until the Board decides on the matter. In any event, the Chairman shall so notify the Executive Committee before discussion on the matter begins.

32. a. The Executive Committee shall appoint an Audit Committee as well as the following Committees:

1. Finance Committee
2. Physical Development and Building Committee
3. Student Affairs Committee
4. Constitution and By-Laws Committee
5. Committee for Salaries and Employment Conditions
6. Investments Committee

The Executive Committee may appoint an Administrative Committee to act on its behalf, within the limits of its authority.

The duties of the Committees and their authority will be determined by the Executive Committee and they shall report regularly to it.

The Chairmen of the Committees shall be elected by the Executive Committee from among the members of the Board.

The term of office of the members of the Committees shall not exceed three years and they may be reelected for additional terms.

b. The Executive Committee may appoint ad hoc committees for various matters as it deems appropriate from time to time, and may delegate of its authority and functions to these committees as it shall determine. The Executive Committee will compose these committees as it deems fit, from among its own members, members of the Board of Governors, members of the academic staff, members of the administrative-technical staff and other persons.

33. The following matters require prior approval by the Executive Committee:

- a. Any sale and purchase of immovable on-campus and off-campus property, or its encumbrance;

- b. Any rental or lease of immovable property for a period exceeding three years;
- c. Any contract the value of which exceeds a sum to be determined from time to time by the Executive Committee or the duration of which exceeds a period to be determined from time to time by the Executive Committee;
- d. The acceptance by the University of gifts or endowments with unusual conditions attached or such gifts or endowments where the conditions attached involve an expenditure which is not covered by the annual budget;
- e. The granting of any loan (except loans to students) or the giving of any guarantee or other conditional undertaking by the University;

The Executive Committee may delegate any of its powers under this section to any of the Committees mentioned in section 32 above.

#### **34. Duties of a Member of the Executive Committee**

- a. A member of the Executive Committee shall fulfill his function faithfully and with dedication; he shall work for the advancement and development of the University within the framework of its Constitution and By-Laws and shall not put himself in a conflict of interests with the University. A member of the Executive Committee shall owe the University a duty of trust and a duty of care and shall act for its benefit in good faith. In the matter of these duties, the provisions of sections 252-257 of the Companies Law 1999 shall apply, mutatis mutandis.
- b. The provisions of paragraph a. above shall apply to a member of any Committee of the Executive Committee as stated in section 32 above, even if he is not a member of the Executive Committee.

#### **E. The President of the University**

- 35. The President is the head of the University.
- 36. a. The President shall be appointed by the Executive Committee, subject to ratification by the Board of Governors.

b. For the purpose of choosing a President, the Chairman of the Executive Committee shall appoint a Search Committee to propose a candidate for the office of President to the Executive Committee. The Search Committee shall be composed of nine members: the Chairman of the Executive Committee, who shall preside over the committee, the Chairman of the Board of Governors, four public representatives to be appointed by the Chairman of the Executive Committee, and three members of the Senate to be appointed by the Chairman of the Executive Committee in consultation with the Rector from a list submitted by the Rector to the Chairman of the Executive Committee. The outgoing President and a candidate for the office of President may not be members of the Search Committee.

The Search Committee shall be set up at least one year before the end of the President's term of office, including before the end of a term of office after which an incumbent President may be appointed for a further term.

The committee is authorized to recommend to the Executive Committee a candidate from academe or otherwise.

c. The President shall be appointed for a term of four years and he may be appointed for further terms of four years each, provided he does not serve more than sixteen consecutive years. The appointment to a fourth term of office is conditional on the support of two-thirds of the members of the Executive Committee present at the vote.

37.
  - a. The President is responsible to the Executive Committee. He is responsible for all the University's fields of activity and for the achievement of its aims and targets, for all matters concerning budget, resources, physical development and the creation of conditions which will advance instruction and research. He approves all matters concerning academic planning which have administrative or financial implications. He is responsible for representing the University to outside bodies. He has all the necessary authority to manage the University in accordance with the Constitution and General By-Laws, and all authority not specifically given to another Authority or officeholder.
  - b. The President is responsible for mobilizing resources and contributions.

- c. The President is the principal coordinator between the University and the Associates organizations in Israel and abroad.
- d. It is the President's prerogative to participate in the meetings and deliberations of all the Authorities, Committees and other bodies of the University.
- e. A sub-Committee of the Executive Committee, composed of public representatives, shall determine the remuneration and other employment conditions of the President in accordance with the laws and general agreements governing such positions in Israel.
- f. The President shall be a citizen of Israel and a resident of the Negev. The President shall be employed by the University in a full-time position and the University shall be his sole place of work.
- g. If the President is absent for short periods, the Rector shall act in his place. Should the Rector not be available, the President shall appoint one of the Vice-Presidents to act in his place.
- h. Should the President be unable to carry out his functions for a period of more than three months, he will be replaced by another officer elected by the Executive Committee with the approval of the Chairman of the Executive Committee for a period not exceeding a further six months. If the President is unable to complete his term, he shall be replaced by a candidate to be elected in accordance with the search procedures set forth in the By-Laws.
- i. The Executive Committee by a majority of two-thirds of its members may remove the President during his period of office, pursuant to a request signed by one-third of its total membership and after hearing the President. The decision to remove the President shall come into effect upon ratification by the Board of Governors and it requires for its acceptance the support of at least two-thirds of the Board members present at the meeting. In exceptionally grave circumstances, should the Chairman of the Executive Committee so determine, he may - after a decision as stated has been adopted by the Executive Committee - recommend to the Executive Committee the suspension of the President until the next meeting of the Board, and the Executive Committee shall be entitled to adopt such a decision provided that it is approved by a majority of two-thirds of the members of the Executive Committee.

**38. The Powers of the President**

The President is responsible for administering the affairs of the University and in this capacity -

- a. He is responsible for the orderly and efficient administration of the University in accordance with the rules, regulations and statutes laid down by the appropriate authorities and in accordance with the Constitution and the General By-Laws of the University.
- b. The President shall report regularly to the Chairman of the Board of Governors and the Chairman of the Executive Committee on all significant matters pertaining to the University.
- c. He shall institute procedures for regular consultation with the Rector on all issues raised by either of them. The Rector shall be kept currently informed by the President on all affairs of the University.
- d. The President ensures the implementation of the decisions taken by the Board and the Executive Committee.
- e. He initiates, in consultation with the Rector, plans for the growth and development of the University and proposes the financial and administrative policies and principles designed to achieve these aims.
- f. The President shall involve the Rector in the preparation of the draft of the University's annual budget. The Rector shall prepare a proposal for the distribution of the item "teaching and research" between the Faculties. The budget shall be presented for discussion and approval to the Finance Committee and the Executive Committee. The President shall involve the Rector in the implementation of the budget.

**39. In order to carry out his functions in an orderly and efficient manner, the President:**

- a. Shall recommend to the Executive Committee the appointment of a Director-General. The Director-General shall be responsible to the President and shall perform the duties set by the President, within the framework of the powers delegated to him by the President.

The President shall also recommend to the Executive Committee the appointment of a Vice-President who will be responsible to him for contact with the Associates of the University for fundraising and public relations.

The President and the Rector shall jointly recommend the appointment of a Vice-President to be responsible to them for Research and Development within a framework to be defined by them, subject to the Constitution and By-Laws of the University.

At the initiative of the President, the Executive Committee may appoint additional Vice-Presidents to carry out such duties as will be determined by the President.

The Vice-Presidents shall be appointed by the Executive Committee on the basis of a written request from the President to the Chairman of the Executive Committee for terms not to exceed the term of the President. They may be removed from office pursuant to a written request from the President to the Chairman of the Executive Committee, upon a decision of the Executive Committee passed by a majority of the voting members.

The Vice-President for Research and Development shall be appointed by the Executive Committee for a term not to exceed the terms of the President and the Rector. He may be removed from office pursuant to a written request of the President or the Rector to the Chairman of the Executive Committee, upon a decision of the Executive Committee passed by a majority of the voting members.

- b. The President may delegate of his powers to the Rector. Should he do so, he shall report on this to the Executive Committee.
- c. The President shall appoint to his office such staff as he might require, it being understood that such appointments are made according to the rules and regulations governing the employment of personnel at the University and within the framework of the approved budget.
- d. The President, in consultation with the Rector, shall approve the appointment of the heads of all academic institutes or other bodies whose functions are of an academic nature but which do not have the formal status of Faculties (the Jacob Blaustein Institute for Desert Research, the Institutes of

Applied Research, and the Ben-Gurion Research Institute for the Study of Israel and Zionism). The Directors of the Jacob Blaustein Institute and the Institutes of Applied Research shall each be nominated by a Committee of three persons: one to be designated by the Steering Committee of the Senate; one to be designated by the President from among the public representatives of the Executive Committee and the third to be designated by the academic staff of the Institute. The candidate in these two cases must be a full Professor of the University. The nominations must be approved by the Steering Committee of the Senate and require the approval of the President and the Rector. The Head of the Ben-Gurion Research Institute for the Study of Israel and Zionism shall be appointed in accordance with the Agreement on this institution between the University and "Yad Ben-Gurion".

- e. Notification of these appointments shall be made to the Executive Committee.
- f. The President approves the appointment of all administrative-technical staff. The President may delegate some or all of this authority to the Director-General.

#### **G. The Rector of the University**

- 40. a. The Rector is in charge of the academic affairs of the University. In this capacity, he is responsible to the Senate. The Rector reports to the President, except in matters reserved for the Senate. The Rector shall consult with the President on all matters under his jurisdiction and shall raise appropriate issues for discussion during regular meetings to be held between them. The Rector shall report to the President on all matters under his jurisdiction in accordance with the Constitution and the General and Academic By-Laws. The President for his part shall consult with the Rector on all University matters.
- b. The Rector is elected from among the University's full professors for a period of four years and he may be re-elected for only one additional term. The Academic and General By-Laws spell out his authority, including his authority to appoint a Deputy-Rector. The Academic By-Laws also set out the procedure for the removal of the Rector by the Senate.
- c. A year before the Rector is due to retire, a Search Committee shall be set up composed of the

President, who shall serve as Chairman, and six members who shall be elected by the Senate by secret ballot from among twelve nominees to be submitted to the Senate by the Steering Committee of the Senate. The outgoing Rector and candidates for the post of Rector shall not be eligible to serve on the Committee. If any of the six members elected by the Senate shall, subsequent to his election to the Search Committee, be nominated as a candidate, he shall vacate his place on the Search Committee, which shall be filled by the person among the twelve candidates for the Search Committee nominated by the Steering Committee of the Senate who received the highest number of votes from among those who were not then elected by the Senate.

The Search Committee shall submit to the Senate one candidate or more, provided that their number does not exceed three candidates. This candidate or these candidates shall be selected by a majority of the members of the Search Committee provided that the majority includes the Chairman of the Committee. If one candidate is suggested and does not receive a majority in the Senate, the Search Committee shall be required to submit another candidate or candidates. If, however, the Search Committee submits to the Senate two or three candidates, the candidate with the highest number of votes shall be elected, provided he received 40% or more of all the votes cast. In the event that no candidate receives 40% of the votes cast, there shall be a run-off election between the two leading candidates.

The Search Committee shall also be set up before the end of a term after which an incumbent Rector may be elected for an additional term.

d. The Senate may by a majority of two-thirds of its members remove the Rector, pursuant to a motion signed by one-third of its total membership, or pursuant to a motion of the President and after hearing the Rector.

#### **41. The Duties and Powers of the Rector**

a. The Rector is responsible for the academic administration of the University and promotes its academic development within the framework of the Constitution, the General and Academic By-Laws and the decisions of the Authorities of the University. He is vested with all the powers in academic matters conferred on him by the Constitution, by the General By-Laws and by the Academic By-Laws, or delegated to

him by the President, as well as residual authority over any academic business within the purview of the Senate for which authority was not explicitly vested in another Authority or another officeholder.

- b. The Rector initiates programs for the academic development and growth of the University and takes part in every initiative with this aim.
- c. The Rector may make recommendations to the Board of Governors and the Executive Committee on any matter concerning the University.
- d. The President shall involve the Rector in all matters connected with the budget of the University, all as set forth in section 38f of these By-Laws.
- e. The Rector shall preside over the Senate and over the Steering Committee; he shall serve as Chairman of the Supreme Academic Appointments Committee and as Chairman of the Search Committee for the Nomination of Deans. The Rector shall be an ex-officio member of the Board of Governors, of the Executive Committee and of the Administrative Committee (if established).
- f. The Rector shall make regular reports to the Senate and to the President concerning the institution's activity in the fields of instruction and research, and he shall consult on a regular basis with the President in any matter necessary for the advancement of instruction and research.

## **42. Deans**

- a. The Deans of Faculties are in charge of the academic and administrative management of the Faculties and represent the Faculties vis-à-vis all the Authorities of the institution.

A Dean is responsible to the Rector. A Dean consults with the Rector on a regular basis and reports to the Rector and to the President regarding the faculty's activity, whenever he is so requested and at least once a year.

- b. The Deans of Faculties are elected for a term of office of three years, with the possibility of re-election for only one additional term.
- c. For the purpose of choosing a Dean, a Search Committee shall be set up by the President, composed of seven members: the Rector, who shall head the

committee, four members from various disciplines, to be chosen by the Council of the Faculty and two members to be appointed by the Rector in consultation with the President.

The Search Committee, in consultation with the President, shall submit to the Council of the Faculty the name of one candidate or the names of not more than three candidates. Such candidate or candidates must receive the support of a majority of the members of the Search Committee, provided said majority includes the Chairman of the Committee. If one candidate was proposed and not accepted by a majority of the Council of the Faculty, the Search Committee must propose another candidate or other candidates. However, if the Search Committee proposes two or three candidates - the candidate receiving the highest number of votes shall be chosen, provided he received 40% or more of the votes cast. If none of the candidates receives 40% of the votes counted, there shall be a run-off election between the two leading candidates.

The letter of appointment of a Dean requires the joint signature of the President and the Rector and the appointment shall come into effect upon such signature.

Among the key considerations in choosing a Dean are his administrative qualifications.

- d. A Dean shall be an ex-officio member of the Senate; he shall serve as Chairman of the Council of the Faculty and as Chairman of the Appointments Committee of the Faculty and shall be a member of the Steering Committee.

#### **43. Duties of an Officer**

An officer shall fulfill his function faithfully and with dedication; he shall work for the advancement and development of the University within the framework of its Constitution and By-Laws and shall not put himself in a conflict of interests with the University. An officer shall owe the University his duty of trust and duty of care and shall act for its benefit in good faith. In the matter of these duties, the provisions of sections 252-257 of the Companies Law 1999 shall apply, mutatis mutandis.

#### **44. Duties of a Member of Academic Institutions**

A member of the Senate, of a Committee of the Senate and of any other academic institution of the University shall fulfill his function faithfully and with dedication; he shall work for the advancement and development of the University within the framework of its Constitution and By-Laws and shall not put himself in a conflict of interests with the University. He shall owe the University his duty of trust and duty of care and shall act for its benefit in good faith. In the matter of these duties, the provisions of sections 252-257 of the Companies Law 1999 shall apply, *mutatis mutandis*.

**APPENDIX TO THE CONSTITUTION AND THE GENERAL BY-LAWS**

**BY-LAWS FOR BALLOTTING OF THE BOARD OF GOVERNORS**

These By-Laws set out the process of balloting of the Board of Governors as it appears in the Constitution of the University, in the General By-Laws and in the Academic By-Laws.

1. When balloting of the Board is required on a matter related to an amendment to the Constitution or the General or Academic By-Laws, the Chairman of the Board of Governors may appoint a Polling Committee consisting of four members. The Chairman of the Board shall appoint one of the members of the Polling Committee to serve as its Chairman. One member of the Committee shall be a representative of the Senate. The Secretary of the Executive Committee shall serve as the Secretary of the Committee.
2. Decisions of the Polling Committee shall be adopted by a simple majority. Should there be a tie, the Chairman shall decide.
3. Within seven days from the date of the decision of the Chairman of the Board to hold a ballot, the Polling Committee shall send all members of the Board entitled to vote an envelope containing a printed page indicating the subject of the vote as well as the voting options, as determined by the Chairman of the Board of Governors.
4. Since the vote will be held by secret ballot, this envelope will be put inside another envelope, which will be sent to the Polling Committee by registered mail. The duration of the vote shall be at least 28 days from the mailing date.
5. The ballot box shall be stationed in the office of the Secretary of the Executive Committee.
6. Within seven days from the date of the closing of the polls, the Polling Committee shall convene to count the votes and shall notify the results of the vote to the Chairman of the Executive Committee, who will make them known to all members of the Board of Governors.
7. If the amendment is approved by the Board of Governors, it will take effect upon the certification of the protocol of the Polling Committee by the Chairman of this Committee.